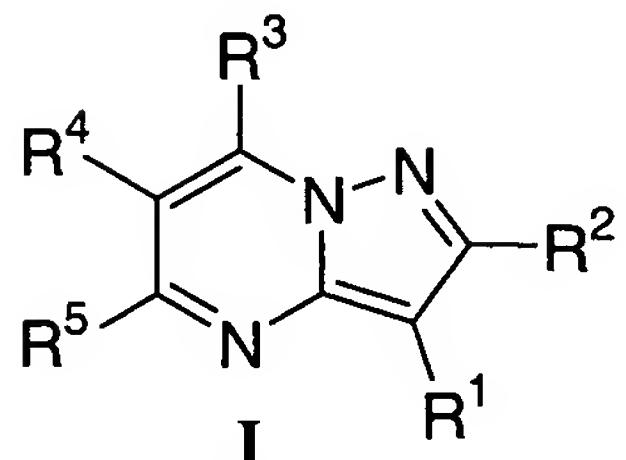


In the claims:

1. (Original) A compound of Formula I



wherein

a and b are independently 0 or 1;

m is independently 0,1 or 2;

R¹ is:

- 1) C₂-C₆ alkenyl,
- 2) C₂-C₆ alkynyl,
- 3) C₁-C₈ alkyl,
- 4) halo
- 5) CN,
- 6) (C=O)NR^aR^b,
- 7) (C=O)R^c,
- 8) (C=O)OR^c, or
- 9) heterocyclyl, said heterocyclyl is substituted with at least one substituent selected from:
 - a) C₀-C₆ alkyl-(C=O)NR^aR^b,
 - b) C₀-C₆ alkyl-SO_mR^d,
 - c) C₀-C₆ alkyl-CO₂R^c,
 - d) C₁-C₆ alkyl-OR^c,
 - e) C₁-C₆ alkyl-NR^aR^b, and

f) $C_0\text{-}C_6$ alkyl- $(C=O)$ - $C_0\text{-}C_6$ alkyl- OR^c ;

R^2 is:

- 1) H,
- 2) $C_1\text{-}C_8$ alkyl,
- 3) $C_0\text{-}C_6$ alkyl- $C\equiv C-R^a$,
- 4) $C_0\text{-}C_6$ alkyl- $CR^a=C(R^a)_2$,
- 5) $C_0\text{-}C_6$ alkyl- $C_1\text{-}C_3$ -cycloalkenyl,
- 6) $C_1\text{-}C_6$ alkyl-aryl,
- 7) COR^c ,
- 8) CO_2R^c ,
- 9) $C_0\text{-}C_6$ alkyl- $N(R^a)_2$,
- 10) heterocyclyl,
- 11) halo,
- 12) $N(R^a)_2$,
- 13) OR^c ,
- 14) NO_2 , or
- 15) $S(O)_mR^d$,

Said alkyl, heterocyclyl and cycloalkenyl is optionally substituted with at least one substituent selected from R^b ,

R^3 , R^4 and R^5 are independently selected from:

- 1) H, provided R^3 , R^4 and R^5 are not all H at the same time,
- 2) $(C=O)_aO_bC_1\text{-}C_{10}$ alkyl,
- 3) halo,
- 4) aryl,
- 5) heterocyclyl,
- 6) NO_2 ,
- 7) OR^c ,
- 8) $(C=O)_aO_bC_1\text{-}C_6$ alkyl- $N(R^a)_2$,
- 9) $(C=O)_aN(R^a)_2$, wherein a is 0 or 1,

- 10) $S(O)_m-C_1-C_6$ alkyl- $N(R^a)_2$, and
- 11) C_1-C_6 alkyl- $(C=O)N(R^a)_2$,

Said alkyl, aryl and heterocyclyl are optionally substituted with at least one substituent selected from R^b ;

R^a and R^b independently are independently selected from:

- 1) H,
- 2) C_1-C_6 alkyl,
- 3) C_2-C_6 alkenyl,
- 4) C_2-C_6 alkynyl,
- 5) C_3-C_{10} cycloalkyl,
- 6) aryl,
- 7) heterocyclyl,
- 8) C_0-C_6 alkyl- $(C=O)NR^aR^b$,
- 9) C_0-C_6 alkyl- SO_mR^d ,
- 10) C_0-C_6 alkyl- CO_2R^c ,
- 11) C_0-C_6 alkyl- OR^c ,
- 12) C_0-C_6 alkyl- NR^aR^b , and
- 13) C_0-C_6 alkyl- $(C=O)-C_0-C_6$ alkyl- OR^c ,

Said alkyl, aryl and heterocyclyl are optionally substituted with at least one substituent selected from R^d ;

R^c independently is:

- 1) H,
- 2) Unsubstituted or substituted C_1-C_6 alkyl,
- 3) Unsubstituted or substituted C_2-C_6 alkenyl,
- 4) Unsubstituted or substituted C_2-C_6 alkynyl,
- 5) Unsubstituted or substituted C_3-C_{10} cycloalkyl,
- 6) Unsubstituted or substituted aryl, or
- 7) Unsubstituted or substituted heterocyclyl;

R^d independently is:

- 1) Unsubstituted or substituted C₁-C₆ alkyl,
- 2) Unsubstituted or substituted C₂-C₆ alkenyl,
- 3) Unsubstituted or substituted C₂-C₆ alkynyl,
- 4) Unsubstituted or substituted C₃-C₁₀ cycloalkyl,
- 5) Unsubstituted or substituted aryl, or
- 6) Unsubstituted or substituted heterocyclyl;

or a pharmaceutically acceptable salt or stereoisomer thereof.

2. (Original) The compound of Claim 1, wherein
R² is:

- 1) H,
- 2) C₁-C₈ alkyl,
- 3) C₀-C₆ alkyl-C≡ C-R^a,
- 4) C₀-C₆ alkyl-CR^a=C(R^a)₂,
- 5) C₀-C₆ alkyl-C₁-C₃-cycloalkenyl,
- 6) COR^c,
- 7) CO₂R^c,
- 8) C₀-C₆ alkyl-N(R^a)₂,
- 9) halo, or
- 10) OR^c;

Said alkyl and cycloalkenyl is optionally substituted with at least one substituent selected from R^b,

R³ and R⁵ are independently selected from:

- 1) H,
- 2) (C=O)_aO_bC₁-C₁₀ alkyl,
- 3) halo,
- 4) NO₂,
- 5) OR^c, and
- 6) C₁-C₆ alkyl-(C=O)N(R^a)₂

Said alkyl is optionally substituted with at least one substituent selected from R^b;
or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Original) The compound of Claim 2, wherein
R⁴ is aryl, which is optionally substituted with at least one substituent selected from R^b;
or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Original) The compound of Claim 1, wherein:
R² is:
1) H, or
2) C₁-C₈ alkyl;

R³ and R⁵ are independently selected from:

- 1) H,
- 2) (C=O)_aO_bC₁-C₁₀ alkyl,
- 3) halo, and
- 4) OR^c,

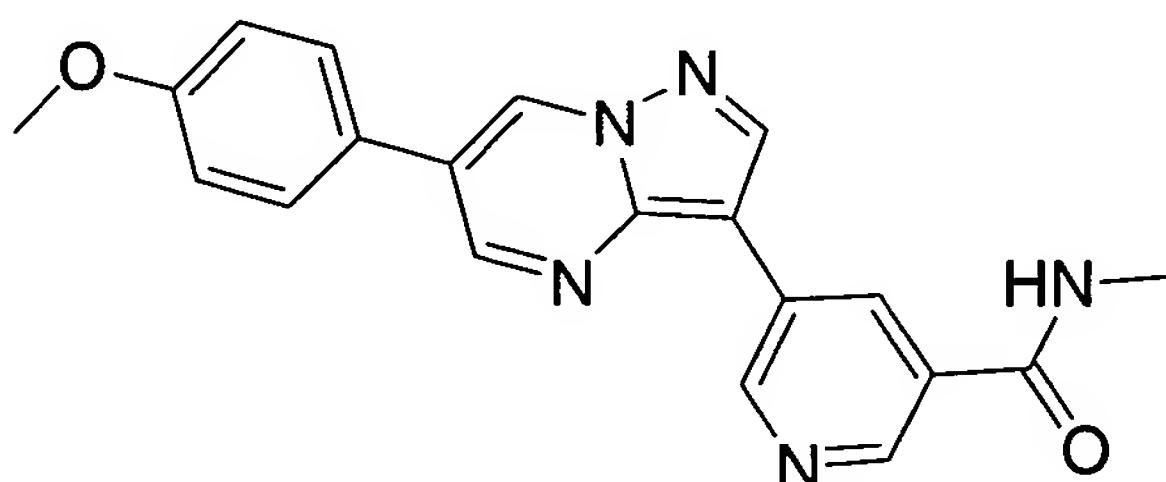
Said alkyl is optionally substituted with at least one substituent selected from R^b;
or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Original) A compound selected from:
6-(4-methoxy-phenyl)-pyrazolo[1,5-a]pyrimidine-3-carboxylic acid ethyl ester;
6-(4-methoxy-phenyl)-pyrazolo[1,5-a]pyrimidine-3-carboxylic acid;
6-(4-methoxy-phenyl)-pyrazolo[1,5-a]pyrimidine-3-carboxylic acid amide;
6-(4-methoxy-phenyl)-pyrazolo[1,5-a]pyrimidine-3-carbonitrile;
ethyl 5-[6-(4-methoxyphenyl)pyrazolo[1,5-a]pyrimidin-3-yl]nicotinate;
5-[6-(4-methoxyphenyl)pyrazolo[1,5-a]pyrimidin-3-yl]-N-methylnicotinamide;

N-ethyl-5-[6-(4-methoxyphenyl)pyrazolo[1,5-a]pyrimidin-3-yl]nicotinamide;
N-cyclopropyl-5-[6-(4-methoxyphenyl) pyrazolo[1,5-a]pyrimidin-3-yl] nicotinamide;
5-[6-(4-methoxyphenyl)pyrazolo[1,5-a] pyrimidin-3-yl]-N-propynicotinamide;
5-[6-(3-methoxyphenyl)pyrazolo[1,5-a] pyrimidin-3-yl]-N-methylnicotinamide;
N-ethyl-5-[6-(3-methoxyphenyl)pyrazolo [1,5-a]pyrimidin-3-yl]nicotinamide;
5-[6-(3-methoxyphenyl)pyrazolo[1,5-a] pyrimidin-3-yl]-N-propynicotinamide;
N-cyclopropyl-5-(6-pyridin-4-ylpyrazolo [1,5-a]pyrimidin-3-yl)nicotinamide;
N-propyl-5-(6-pyridin-4-ylpyrazolo[1,5-a] pyrimidin-3-yl)nicotinamide;

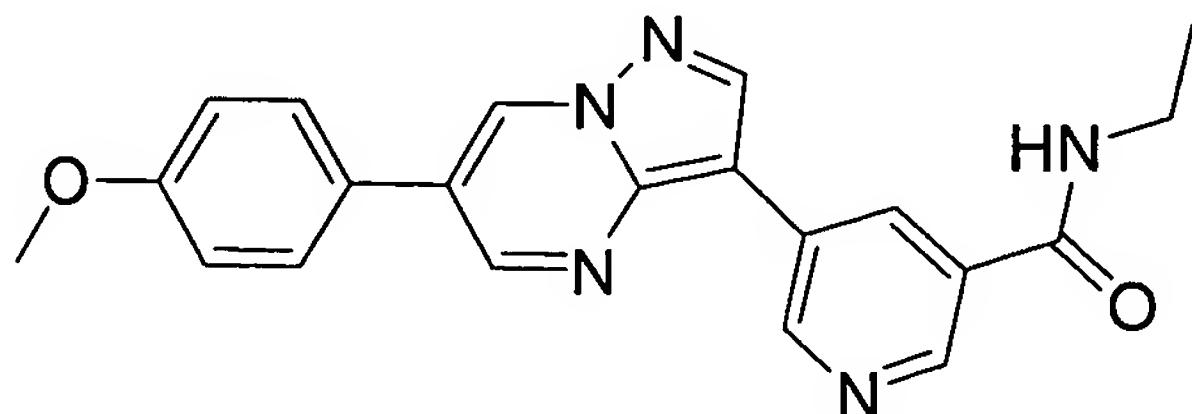
or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) The compound according to Claim 5 selected from:
5-[6-(4-methoxyphenyl)pyrazolo[1,5-a]pyrimidin-3-yl]-N-methylnicotinamide



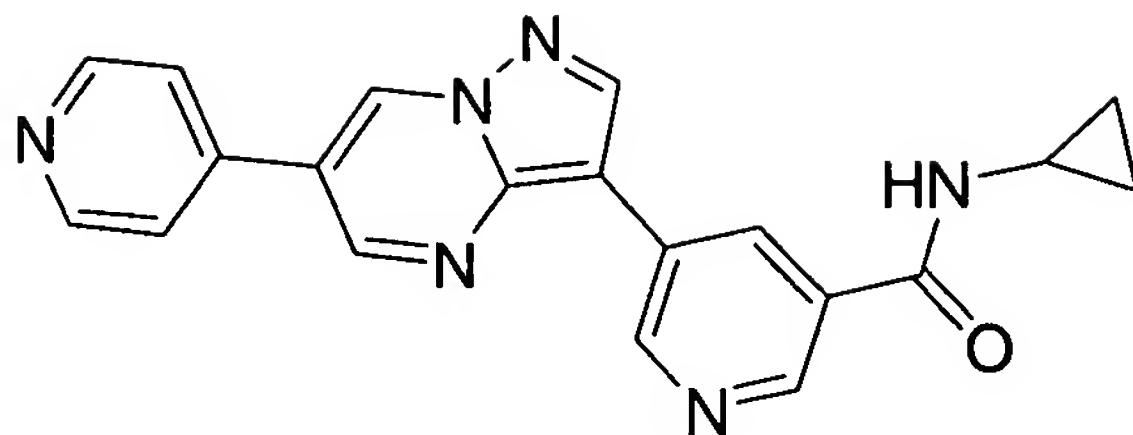
or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) The compound according to Claim 5 selected from:
N-ethyl-5-[6-(4-methoxyphenyl)pyrazolo[1,5-a]pyrimidin-3-yl]nicotinamide



or a pharmaceutically acceptable salt or stereoisomer thereof.

8. (Original) The compound according to Claim 5 selected from:
N-cyclopropyl-5-(6-pyridin-4-ylpyrazolo [1,5-a]pyrimidin-3-yl)nicotinamide



or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Original) A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

10. (Original) A method of treating or preventing cancer in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

11. (Original) A method of treating cancer or preventing cancer in accordance with Claim 10 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

12. (Original) A method of treating or preventing cancer in accordance with Claim 10 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

13. (Original) A method of treating or preventing a disease in which angiogenesis is implicated, which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

14. (Original) A method in accordance with Claim 15 wherein the disease is an ocular disease.

15. (Original) A method of treating or preventing retinal vascularization which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

16. (Original) A method of treating or preventing diabetic retinopathy which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

17. (Original) A method of treating or preventing age-related macular degeneration which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

18. (Cancelled)

19. (Original) A method of treating or preventing retinal ischemia which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

20. (Cancelled)

21. (Cancelled)

22. (Cancelled)

23. (Cancelled)

24. (Cancelled)

25. (Cancelled)

26. (Cancelled)

27. (Cancelled)

28. (Cancelled)

29. (Cancelled)

30. (Original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- γ agonists,
- 12) PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) agent useful in the treatment of neutropenia, and
- 17) an immunologic-enhancing drug.

31. (Original) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,

- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,
- 11) PPAR- γ agonists,
- 12) PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) agent useful in the treatment of neutropenia, and
- 17) an immunologic-enhancing drug.

32. (Cancelled)

33. (Cancelled)

34. (Cancelled)

35. (Cancelled)

36. (Cancelled)